

BRAE
CORPORATION

Ernest L. Brazil
GENERAL COUNSEL

No. 9-337A014

Date DEC 3 1979

Fee \$ 10.00

ICC Washington, D. C.

November 30, 1979

Ms. Agatha L. Mergenovich
Interstate Commerce Commission
Office of the Secretary
Room #2209
Washington, D.C. 20423

Dear Ms. Mergenovich:

Enclosed for filing and recordation pursuant to 49 USC §11303 of the Interstate Commerce Act, are executed copies of the Supplement No. 1 to the Lease Agreement dated as of November 2, 1978 between BRAE Corporation and Berlin Mills Railway, Inc.

The names and addresses of the parties to the above mentioned document described above are as follows:

BRAE Corporation: Three Embarcadero Center, Suite #1760, San Francisco, California 94111; and

Berlin Mills Railway, Inc.: 650 Main Street, Berlin, New Hampshire 03570.

Please file and record the enclosed documents. It is requested that it be assigned a letter under the primary number of 10630-A, as a document related to the recording previously made under that number. It is believed that the next appropriate number would be "K". Enclosed is a check payable to the Interstate Commerce Commission in the amount of \$50.00, the prescribed fee for filing and recording the enclosed document.

November 30, 1979

-2-

Ms. Agatha L. Mergenovich

Kindly return to the person presenting this letter, your letter confirming such filing and recordation, the fee receipt thereof and all copies of the enclosed document not required for filing.

Yours very truly,

Ernest L. Brazil/smc
Ernest L. Brazil, Esq.

ELB/smc

Encl.

10630-K
RECORDED
NOV 6 1979 - 11 30 AM
FEDERAL BUREAU OF INVESTIGATION

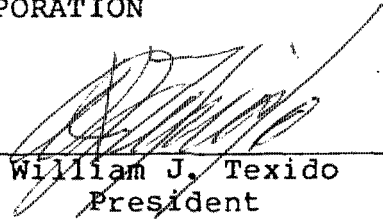
Supplement No. 1 dated as of November 1, 1979 to the Lease Agreement dated as of November 2, 1978 by and between BRAE Corporation, as Lessor, and Berlin Mills Railway, Inc., as Lessee ("Lease Agreement").

Equipment Schedules Nos. 1, 2 and 3 attached hereto supplement Equipment Schedules Nos. 1, 2 and 3, respectively, attached to the Lease Agreement which relate to 300 railroad cars numbered BMS 00201-BMS 00500 (both inclusive).

Except as expressly amended hereby, the Lease Agreement remains in full force and effect. IN WITNESS WHEREOF, BRAE Corporation has caused this Supplement No. 1 to be executed and delivered by its proper and duly authorized representative as of November 1, 1979.

BRAE CORPORATION

By



William J. Texido
President

EQUIPMENT SCHEDULE No. 1

BRAE CORPORATION hereby leases the following Cars to Berlin Mills Railway, Inc. pursuant to that certain Lease Agreement dated as of NOV. 2, 1978.

A.A.R. Mech. Design	Description	Numbers	Dimensions			Doors Width	No. of Cars
			Length	Inside Width	Height		
XM	50 feet, 70 ton, std. Boxcar, 10" end-of-car cushioning, mailable steel floors.	BMS 00201 through BMS 00300	50'6"	9'6"	Plate C	10" single	100

BRAE CORPORATION

BY: TITLE: PresidentDATE: 11-06-78

BERLIN MILLS RAILWAY, INC.

BY: TITLE: PRESIDENTDATE: November 2, 1978

EQUIPMENT SCHEDULE No. 2

BRAE CORPORATION hereby leases the following Cars to Berlin Mills Railway, Inc. pursuant to that certain Lease Agreement dated as of Nov. 2, 1978.

A.A.R. Mech. Design	Description	Numbers	Dimensions			Doors Width	No. of Cars
			Length	Inside Width	Height		
XM	50 feet, 70 ton, std. Boxcar, 10" end-of-car cushioning, nailable steel floors.	BMS 00301 through BMS 00400	50'6"	9'6"	Plate C	10" single	100

BRAE CORPORATION

BY: TITLE: PresidentDATE: 11-06-78

BERLIN MILLS RAILWAY, INC.

BY: TITLE: PRESIDENTDATE: November 2, 1978

EQUIPMENT SCHEDULE No. 3

BRAE CORPORATION hereby leases the following Cars to Berlin Mills Railway, Inc. pursuant to that certain Lease Agreement dated as of Nov. 2, 1978.

A.A.R. Mech. Design	Description	Numbers	Dimensions			Doors Width	No. of Cars
			Length	Inside Width	Height		
XM	50 feet, 70 ton, std. Boxcar, 10" end-of-car cushioning, nailable steel floors.	BMS 00401 through BMS 00500	50'6"	9'6"	Plate C	10" single	100

BRAE CORPORATION

BY: TITLE: PresidentDATE: 11 06 78

BERLIN MILLS RAILWAY, INC.

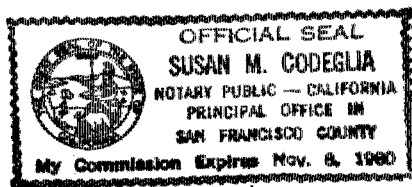
BY: 

TITLE: PRESIDENT

DATE: November 2, 1978

STATE OF CALIFORNIA)
)
COUNTY OF SAN FRANCISCO) SS.

On this 30th day of November, 1979, before me personally appeared William J. Texido, to me personally known, who being by me duly sworn says that such person is President of BRAE Corporation, that the foregoing instrument was signed on behalf of said corporation by authority of its board of directors, and such person acknowledged that the execution of the foregoing instrument was the free act and deed of such corporation.



Susan M. Codeglia
Notary Public

*My commission
expires Nov. 8, 1980*

Interstate Commerce Commission
Washington, D.C. 20423

OFFICE OF THE SECRETARY

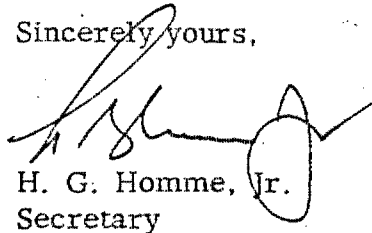
Ernest L. Brazil, Esq.
Brae Corporation
Three Embarcadero Center
San Francisco, California 94111

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C.

11303, on 12/3/79 at 10:10AM, and assigned re-cordation number(s). 10680-K

Sincerely yours,



H. G. Homme, Jr.
Secretary

Enclosure(s)

SE-30
(3/79)